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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 17913-G FILED

April 29, 1997

MAY 7 '97

1:55 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Bill of Sale and Partial Release, dated March 25, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement (GATC 92-1B) and secondary documents related thereto which were previously filed with the Commission/Board under Recordation Number 17913.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

two (2) railcars GACX 56972 and GACX 56984

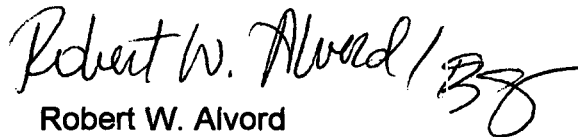
Counter Part - Betty Williams

Mr. Vernon A. Williams
April 29, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Robert W. Alvord" followed by a stylized flourish or initials.

Robert W. Alvord

RWA/bg
Enclosures

Bill of Sale and Partial Release

MAY 7 '97

1-55 PM

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 56973 and GACX 56984 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: MARCH 25, 1997

The Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: Title: Vice President

The First National Bank of Chicago,
as Indenture Trustee

By: _____

Title: _____

Bill of Sale and Partial Release

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 56973 and GACX 56984 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.


The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: March 25, 1997

The Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: _____
Title:

The First National Bank of Chicago,
as Indenture Trustee

By: 
Title: Asst. Vice President

State of Illinois)
) SS:
County of Cook)

On the 11th day of April, 1997, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, say that (s)he is a Assf Vice President of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mietka T Collins
Notary Public

[Notarial Seal]

My commission expires:



State of Delaware)
) SS:
County of New Castle)

On the ___ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the 25 day of MARCH, 1997, before me personally appeared Bruce L. Bissell, to me known, who being by me duly sworn, says that (s)he is a Vice President of The Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Betty A. Sieracki
Notary Public

BETTY A. SIERACKI
NOTARY PUBLIC
My commission expires August 9, 1998

[Notarial Seal]

My commission expires: